

**APPENDIX D**

**VALUATION ANALYSIS**

## **Appendix D**

### **Valuation Analysis**

Rothschild has performed an analysis of the estimated value of Reorganized Delphi on a going-concern basis.

In preparing its analysis, Rothschild has, among other things: (i) reviewed certain recent publicly available financial results of the Debtors; (ii) reviewed certain internal financial and operating data of the Debtors, including the business projections prepared and provided by the Debtors' management relating to its business and its prospects; (iii) discussed with certain senior executives the current operations and prospects of the Debtors; (iv) reviewed certain operating and financial forecasts prepared by the Debtors, including the business projections in this Disclosure Statement (the "Projections"); (v) discussed with certain senior executives of the Debtors key assumptions related to the Projections; (vi) prepared discounted cash flow analyses based on the Projections, utilizing various discount rates, and separately valued and accounted for the Debtors' NOLs; (vii) considered the market value of certain publicly-traded companies in businesses reasonably comparable to the operating businesses of the Debtors; (viii) considered the value assigned to certain precedent change-in-control transactions for businesses similar to the Debtors; (ix) separately valued and accounted for the minority interests of third parties in consolidated joint ventures of the Debtors; (x) separately reviewed and accounted for the values estimated for Delphi's ownership interests in unconsolidated joint ventures prepared for the Debtors' fresh start accounting; (xi) separately valued and accounted for both the Seven-Year Warrants and the Ten-Year Warrants being issued to Existing Common Equity utilizing the standard Black-Scholes methodology; and (xii) conducted such other analyses as Rothschild deemed necessary under the circumstances. Rothschild also has considered a range of potential risk factors, including: (a) overhang and impact from operating under bankruptcy protection; (b) ability to execute and realize savings from planned operational initiatives; (c) Reorganized Delphi's capital structure; and (d) ability to meet projected growth targets.

Rothschild assumed, without independent verification, the accuracy, completeness, and fairness of all of the financial and other information available to it from public sources or as provided to Rothschild by the Debtors or their representatives. Rothschild also assumed that the Projections have been reasonably prepared on a basis reflecting the Debtors' best estimates and judgment as to future operating and financial performance. Rothschild did not make any independent evaluation of the Debtors' assets, nor did Rothschild verify any of the information it reviewed. To the extent the valuation is dependent upon the Reorganized Debtors' achievement of the Projections, the valuation must be considered speculative. Rothschild does not make any representation or warranty as to the fairness of the terms of the Plan.

In addition to the foregoing, Rothschild relied upon the following assumptions with respect to the valuation of the Debtors:

- The Effective Date occurs on or about the end of February, 2008.
- The valuation date is as of December 31, 2007
- The Debtors are able to recapitalize with adequate liquidity as of the Effective Date.
- The Debtors are able to implement the Global Settlement and Master Restructuring Agreements reached with General Motors and the Delphi-Appaloosa EPCA.

- The pro forma net debt levels of the Debtors will be approximately \$5.2 billion after adjusting to include Delphi's projected U.S. pension funding payments that will become payable as of the Effective Date and the net payment that will become payable by General Motors to Delphi as of the Effective Date under the Global Settlement and Master Restructuring Agreements.
- The Projections assume that a material portion of the Debtors' NOLs will be available to the Reorganized Debtors, although subject to limitations under currently existing U.S. federal income tax laws.
- General financial and market conditions as of the Effective Date will not differ materially from those conditions prevailing as of the date of this Disclosure Statement. The valuation analysis was presented to Delphi's Board of Directors on October 22, 2007, and incorporates comparable company information as of October 19, 2007.

As a result of such analyses, review, discussions, considerations, and assumptions, Rothschild estimates the total enterprise value ("TEV") at approximately \$11.2 billion to \$14.1 billion, with a midpoint of \$12.7 billion, which incorporates adjustments to include the estimated value of Delphi's interests in unconsolidated joint ventures, and deducts the estimated value of third party interests in consolidated joint ventures. Rothschild reduced such TEV estimates by the estimated pro forma net debt levels of Reorganized Delphi (approximately \$5.2 billion) to estimate the implied reorganized equity value of Reorganized Delphi. Rothschild estimates that Reorganized Delphi's implied total reorganized equity value will range from \$6.0 billion to \$8.9 billion. After deducting estimated value for the Seven-Year Warrants and the Ten-Year Warrants of approximately \$159 million to \$318 million, Rothschild estimates the implied distributable reorganized equity value will range from \$5.8 billion to \$8.6 billion, with a midpoint of \$7.2 billion. The Plan provides for the distribution of 131,266,407 shares<sup>1</sup> of New Common Stock assuming conversion of the \$1.9 billion of convertible preferred stock. The implied potential price per share based on the implied distributable reorganized equity value ranges from \$44.50 to \$65.50 with a midpoint of \$55.03. However, the value of those shares is subject to dilution as a result of the exercise of certain rights (including options and other rights to acquire shares, etc.) and conversions in connection with certain equity incentive plans. As stated in footnote 1, the ultimate amount of distributed shares will be determined through the claims reconciliation process. Any variance on the ultimate General Unsecured Claims pool could have a material impact on recoveries achieved.

These estimated ranges of values and recoveries are based on a hypothetical value that reflects the estimated intrinsic value of Reorganized Delphi derived through the application of various valuation methodologies. The implied reorganized equity value ascribed in this analysis does not purport to be an estimate of the post-reorganization market trading value. Such trading value may be materially different from the implied reorganized equity value ranges associated with Rothschild's valuation analysis. Rothschild's estimate is based on economic, market, financial, and other conditions as they exist on, and on the information made available as of, the date of this Disclosure Statement. It should be understood that, although subsequent developments, before or after the Confirmation Hearing, may affect Rothschild's conclusions, Rothschild does not have any obligation to update, revise, or reaffirm its estimate.

---

<sup>1</sup> References to number of shares are estimates based on the Debtors' assumptions regarding, among other things, the ultimate amount of unsecured claims, cure amounts, and accrued interest.

The summary set forth above does not purport to be a complete description of the analyses performed by Rothschild. The preparation of an estimate involves various determinations as to the most appropriate and relevant methods of financial analysis and the application of these methods in the particular circumstances and, therefore, such an estimate is not readily susceptible to summary description. The value of an operating business is subject to uncertainties and contingencies that are difficult to predict and will fluctuate with changes in factors affecting the financial conditions and prospects of such a business. As a result, the estimate of implied reorganized equity value set forth herein is not necessarily indicative of actual outcomes, which may be significantly more or less favorable than those set forth herein. In addition, estimates of implied reorganized equity value do not purport to be appraisals, nor do they necessarily reflect the values that might be realized if assets were sold. The estimates prepared by Rothschild assume that the Reorganized Debtors will continue as the owner and operator of their businesses and assets and that such assets are operated in accordance with the Debtors' business plan. Depending on the results of the Debtors' operations or changes in the financial markets, Rothschild's valuation analysis as of the Effective Date may differ from that disclosed herein.

In addition, the valuation of newly issued securities, such as the New Common Stock, is subject to additional uncertainties and contingencies, all of which are difficult to predict. Actual market prices of such securities at issuance will depend upon, among other things, prevailing interest rates, conditions in the financial markets, the anticipated initial securities holdings of holders of General Unsecured Claims, General Motors and Existing Common Stock, some of whom may prefer to liquidate their investment rather than hold it on a long-term basis, and other factors that generally influence the prices of securities. Actual market prices of such securities also may be affected by other factors not possible to predict. Accordingly, the implied reorganized equity value estimated by Rothschild does not necessarily reflect, and should not be construed as reflecting, values that will be attained in the public or private markets.

THE FOREGOING VALUATION IS BASED UPON A NUMBER OF ESTIMATES AND ASSUMPTIONS THAT ARE INHERENTLY SUBJECT TO SIGNIFICANT UNCERTAINTIES AND CONTINGENCIES BEYOND THE CONTROL OF THE DEBTORS OR THE REORGANIZED DEBTORS. ACCORDINGLY, THERE CAN BE NO ASSURANCE THAT THE RANGES REFLECTED IN THE VALUATION WOULD BE REALIZED IF THE PLAN WERE TO BECOME EFFECTIVE, AND ACTUAL RESULTS COULD VARY MATERIALLY FROM THOSE SHOWN HERE.

THE ESTIMATED CALCULATION OF ENTERPRISE VALUE IS HIGHLY DEPENDENT UPON ACHIEVING THE FUTURE FINANCIAL RESULTS AS SET FORTH IN THE DEBTORS' BUSINESS PROJECTIONS, AS WELL AS THE REALIZATION OF CERTAIN OTHER ASSUMPTIONS, NONE OF WHICH ARE GUARANTEED AND MANY OF WHICH ARE OUTSIDE OF THE DEBTORS' CONTROL, AS FURTHER DISCUSSED IN ARTICLE X GENERAL CONSIDERATIONS AND RISK FACTORS TO BE CONSIDERED OF THE DISCLOSURE STATEMENT.

THE CALCULATIONS OF VALUE SET FORTH HEREIN REPRESENT ESTIMATED REORGANIZATION VALUES AND DO NOT NECESSARILY REFLECT VALUES THAT COULD BE ATTAINABLE IN PUBLIC OR PRIVATE MARKETS. THE EQUITY VALUE STATED HEREIN DOES NOT PURPORT TO

BE AN ESTIMATE OF THE POST-REORGANIZATION MARKET VALUE. SUCH VALUE, IF ANY, MAY BE MATERIALLY DIFFERENT FROM THE REORGANIZED EQUITY VALUE RANGES ASSOCIATED WITH THIS VALUATION ANALYSIS. NO RESPONSIBILITY IS TAKEN BY ROTHSCHILD FOR CHANGES IN MARKET CONDITIONS AND NO OBLIGATIONS ARE ASSUMED TO REVISE THIS CALCULATION OF REORGANIZED DELPHI'S VALUE TO REFLECT EVENTS OR CONDITIONS THAT SUBSEQUENTLY OCCUR. THE CALCULATIONS OF VALUE DO NOT CONFORM TO THE UNIFORM STANDARDS OF PROFESSIONAL APPRAISAL PRACTICE OF THE APPRAISAL FOUNDATION.